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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS AND OKALOOSA COUNTY TAX COLLECTOR DISALLOWING  
AND EXPUNGING THE ADMINISTRATIVE EXPENSE CLAIM ASSERTED  
IN THE REQUEST FOR PAYMENT OF AN ADMINISTRATIVE EXPENSE  
BY THE OKALOOSA COUNTY TAX COLLECTOR FOR 2006  
AD VALOREM TAXES AT DOCKET NUMBER 7588

(OKALOOSA COUNTY TAX COLLECTOR)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Okaloosa County Tax Collector (the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Okaloosa County Tax Collector Disallowing And Expunging The Administrative Expense Claim Asserted In The Request For Payment Of An Administrative Expense By The Okaloosa County Tax Collector For 2006 Ad Valorem Taxes At Docket Number 7588 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on April 6, 2007, the Claimant filed the Request For Payment Of An Administrative Expense By The Okaloosa County Tax Collector For 2006 Ad Valorem Taxes (Docket No. 7588) (the "Motion") asserting an unliquidated administrative expense priority claim for 2006 ad valorem taxes against Delphi (the "Claim").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, on May 4, 2010, the Reorganized Debtors' objected to the Claim pursuant to the Reorganized Debtors' Forty-Eighth Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. 3007 To Disallow And Expunge (A) Certain Books And Records Claims And (B) Certain Duplicate Claims Asserted In Motions Or Requests For Payment Of Administrative Expense (Docket No. 19976) (the "Forty-Eighth Omnibus Claims Objection").

WHEREAS, on June 22, 2010, the Claimant filed the Limited Response of Okaloosa County Tax Collector To Reorganized Debtors' Forty-Eighth Omnibus Objection To Claims (Docket No. 20263) (the "Response").

WHEREAS, the obligations asserted in the Motion and the Claim have been satisfied in full and no further amounts are owed to the Claimant on account of the Motion or the Claim.

WHEREAS, to resolve the Forty-Eighth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that (i) the Claim will be disallowed and expunged in its entirety and (ii) the Motion will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. The Claim is hereby disallowed and expunged in its entirety.
2. The Motion is hereby deemed withdrawn with prejudice.

3. The Response is hereby deemed withdrawn with prejudice.

4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 29th day of December, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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